

**BALL JANIK LLP**

A T T O R N E Y S

1455 F STREET, NW, SUITE 225  
WASHINGTON, D.C. 20005

[www.balljanik.com](http://www.balljanik.com)

TELEPHONE 202-638-3307  
FACSIMILE 202-783-6947

LOUIS E. GITOMER  
OF COUNSEL  
(202) 466-6532

RECORDATION NO. 25927 FILED

OCT 25 '05

12-36 PM

SURFACE TRANSPORTATION BOARD

[lgitomer@dc.bjllp.com](mailto:lgitomer@dc.bjllp.com)

October 25, 2005

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, DC 20423

Dear Secretary Williams:

I have enclosed the original and one certified copy of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement and Assignment, a primary document, dated as of October 25, 2005. We request that this document be given the next available recordation number.

The names and addresses of the parties to the Memorandum of Lease Agreement and Assignment are:

Lessor:

SunTrust Leasing Corporation  
29 West Susquehanna Avenue  
Suite 400  
Towson, MD 21204

Lessee:

Mosaic Fertilizer, LLC  
3033 Campus Drive  
Suite E490  
Plymouth, MN 55441

Assignee:

BALL JANIK LLP

Honorable Vernon A. Williams  
October 25, 2005  
Page 2

Emigrant Business Credit Corporation  
101 Executive Boulevard  
Elmsford, NY 10523

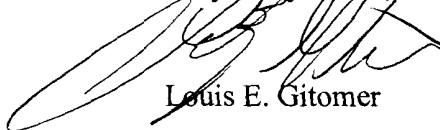
A description of the equipment covered by the Memorandum of Lease Agreement and Assignment consists of one GP-38-2 locomotive numbered NREX 3803.

A fee of \$33.00 is enclosed. Please return the original to:

Louis E. Gitomer  
Of Counsel  
Ball Janik LLP  
Suite 225  
1455 F Street, N.W.  
Washington, DC 20005

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement and Assignment among SunTrust Leasing Corporation, 29 West Susquehanna Avenue, Suite 400, Towson, MD 21204, Mosaic Fertilizer, LLC, 3033 Campus Drive, Suite E490, Plymouth, MN 55441, and Emigrant Business Credit Corporation, 101 Executive Boulevard, Elmsford, NY 10523, covering one GP-38-2 locomotive numbered NREX 3803.

Very Truly Yours,

A handwritten signature in dark ink, appearing to read 'L. Gitomer', is written over the typed name.

Louis E. Gitomer

Enclosures

RECORDATION NO. 25927 FILED  
OCT 25 '05 12-36 PM  
SURFACE TRANSPORTATION BOARD

---

**MEMORANDUM OF LEASE AGREEMENT AND ASSIGNMENT**

dated as of October 25, 2005

among

**MOSAIC FERTILIZER, LLC,**  
as Lessee,

**SUNTRUST LEASING CORPORATION,**  
as Lessor

and

**EMIGRANT BUSINESS CREDIT CORPORATION**  
as Assignee

---

**FILED WITH THE SURFACE TRANSPORTATION BOARD  
PURSUANT TO 49 U.S.C. § 11301  
on \_\_\_\_\_, \_\_\_\_\_ at \_\_\_\_:\_\_\_\_.m.**

## MEMORANDUM OF LEASE AGREEMENT AND ASSIGNMENT

THIS MEMORANDUM OF LEASE AGREEMENT AND ASSIGNMENT is made and entered into as of October 25, 2005 (the "Memorandum"), among SUNTRUST LEASING CORPORATION ("Lessor"), MOSAIC FERTILIZER, LLC ("Lessee"), and EMIGRANT BUSINESS CREDIT CORPORATION ("Assignee") with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, that certain locomotive described on Exhibit No. 1 attached hereto (the "Locomotive").

The Locomotive is more fully described in that certain Equipment Lease Agreement No. 02836 dated as of January 7, 2005, as amended, and Equipment Schedule No. 004 thereto and incorporating the terms thereof, dated as of October 25, 2005 (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee.

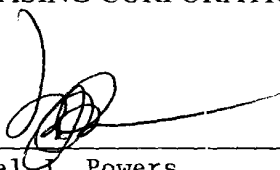
2. Lessor has agreed to assign all of its all rights, title, interests, and obligations in, under and to the Lease and Locomotive to Assignee, and Assignee is accepting all of the same.
3. This Memorandum shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.

This Memorandum of Lease Agreement and Assignment may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement and Assignment.

**[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]**

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement and Assignment to be executed as of the date first above written.

SUNTRUST LEASING CORPORATION

By:   
Name: Michael J. Powers  
Title: Secretary

MOSAIC FERTILIZER, LLC

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

EMIGRANT BUSINESS CREDIT CORPORATION


By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement and Assignment to be executed as of the date first above written.

SUNTRUST LEASING CORPORATION

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

MOSAIC FERTILIZER, LLC

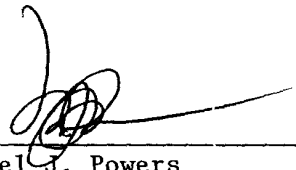
By:  \_\_\_\_\_  
Name: Gregory A. Lefor  
Title: Controller

EMIGRANT BUSINESS CREDIT CORPORATION

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement and Assignment to be executed as of the date first above written.

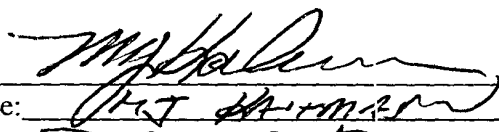
SUNTRUST LEASING CORPORATION

By:   
Name: Michael J. Powers  
Title: Secretary

MOSAIC FERTILIZER, LLC

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

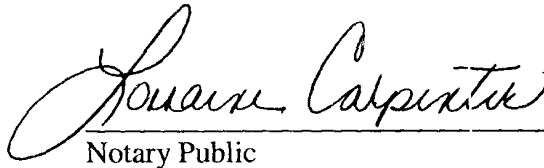
EMIGRANT BUSINESS CREDIT CORPORATION

By:   
Name: J. T. Harrison  
Title: PRESIDENT

STATE OF MARYLAND                    )  
  ) ss.  
COUNTY OF BALTIMORE            )

On this 25<sup>th</sup> day of October, 2005, before me appeared Michael J., the person who signed this instrument, who acknowledged that (s)he is the Secretary of SUNTRUST LEASING CORPORATION and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]

  
Notary Public

My commission expires: 6/1/08



STATE OF Florida  
COUNTY OF Hillsborough ss.

On this 19<sup>th</sup> day of October, 2005, before me appeared Greg Lefer, the person who signed this instrument, who acknowledged that (s)he is the Controller of MOSAIC FERTILIZER, LLC and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]



Betty A. Johnson  
My Commission DD184917  
Expires November 14, 2006

Betty A. Johnson  
Notary Public

My commission expires:

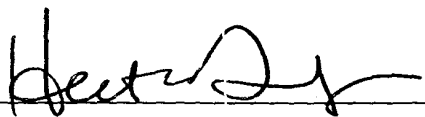
11-14-06

STATE OF New York,  
COUNTY OF Westchester ) ss.

On this 14<sup>th</sup> day of October, 2005, before  
me appeared Mike MUKAHMANN, the person who signed this instrument, who acknowledged that (s)he  
is the President of EMIGRANT BUSINESS CREDIT CORPORATION and that, being duly  
authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]

Notary Public

  
Heather De Cienova  
Notary Public, State Of New York  
No. 01DE5061189  
Qualified In Rockland County  
Commission Expires June 3, 2006

My commission expires:

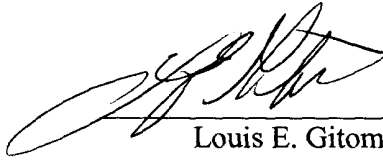
**EXHIBIT NO. 1**  
**TO MEMORANDUM OF LEASE AGREEMENT**

**DESCRIPTION OF LOCOMOTIVES AND REPORTING MARKS**

One (1) EMD GP38-2 Locomotive, bearing reporting mark NREX 3803

# CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original Memorandum of Lease Agreement and Assignment, dated as of October 25, 2005, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.

A handwritten signature in black ink, appearing to read 'L. E. Gitomer', is written over a horizontal line.

Louis E. Gitomer  
October 25, 2005